

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

**IN RE TEEKAY OFFSHORE PARTNERS L.P.  
COMMON UNITHOLDERS LITIGATION**

Case No. 1:19-cv-06483-RA

**NOTICE OF MOTION TO DISMISS  
AMENDED CONSOLIDATED CLASS ACTION COMPLAINT**

**PLEASE TAKE NOTICE** that, upon the accompanying Memorandum of Law, Declaration of Amy Pharr Hefley, and exhibits thereto, the undersigned, as attorneys for Defendants Teekay Offshore Partners L.P. (“TKO”), Teekay Offshore GP L.L.C. (“GP”), Ian Craig, William Utt, Kenneth Hvid, David Lemmon, and Bill Transier (“Non-Brookfield Directors”) (collectively, “Non-Brookfield Defendants”), will move this Court before the Honorable Ronnie Abrams, United States District Judge for the Southern District of New York, at the United States Courthouse, 40 Foley Square, New York, New York, 10007, on a date and time to be determined, for an order granting the Non-Brookfield Defendants’ motion to dismiss for lack of personal jurisdiction pursuant to Federal Rule of Civil Procedure 12(b)(2) and failure to state a claim pursuant to Federal Rules of Procedure 12(b)(6).

Dated: March 12, 2020

Respectfully submitted,

/s/ David D. Sterling

Richard B. Harper  
BAKER BOTTS, L.L.P.  
30 Rockefeller Plaza  
New York, New York 10112-4498  
Tele: (212) 408-2500  
Fax: (212) 408-2501  
richard.harper@bakerbotts.com

David D. Sterling (admitted *pro hac vice*)  
Amy Pharr Hefley (admitted *pro hac vice*)  
BAKER BOTTS, L.L.P.  
910 Louisiana Street  
Houston, Texas 77002  
Tel: (713) 229-1946  
Fax: (713) 229-7946  
david.sterling@bakerbotts.com  
amy.hefley@bakerbotts.com

*Counsel for Defendants Teekay Offshore  
Partners, L.P., Teekay Offshore GP, L.L.C.,  
William Utt, Craig Laurie, David Lemmon,  
Bill Transier, and Ian Craig*

**CERTIFICATE OF SERVICE**

I hereby certify that on the 12<sup>th</sup> day of March, 2020, true and correct copies of **NOTICE OF MOTION TO DISMISS AMENDED CONSOLIDATED CLASS ACTION COMPLAINT, MEMORANDUM OF LAW IN SUPPORT, AND DECLARATION OF AMY PHARR HEFLEY** were filed with the Clerk of the Court, Southern District of New York, and will be sent via email and electronically to the registered participants as identified on the Notice of Electronic Filing (NEF).

/s/ David D. Sterling  
David D. Sterling